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Name of Offeror or Contractor: UNITED DEFENSE, L.P.		

SECTION A - SUPPLEMENTAL INFORMATION

1. This document is contract modification P00165 to Contract DAAE07-01-C-M011 which exercises an option for 390 hours pursuant to Special Provision H.40.

2. This modification impacts the contract amount. For funding, administrative and page substitution purposes, this modification follows prior Modification P00164. This modification increases funding for CLIN 0003. This action increases the total contract amount by \$50,000 from the prior amount of \$221,971,088 to a new total of \$222,021,088.

	<u>Prior</u>	<u>This Change</u>	<u>Total</u>
Estimated Cost	\$202,188,700	\$ 45,382	\$202,234,082
Fixed Fee	\$ 19,782,388	\$ 4,618	\$ 19,787,006
Cost Plus Fixed Fee	\$221,971,088	\$ 50,000	\$222,021,088

3. This modification acquires man-hours of support for STS-15 hours for US/UK A0-600 MWO JOINT PROJECT.

4. This modification serves as written notice pursuant to Special Provision H.,0, that the Government is acquiring 390 man-hours of systems technical support. These hours are being acquired on the following SubCLIN:

SubCLIN	<u>Prior</u>	<u>This Change</u>	<u>Total</u>
0003AA	49,967	390	50,357
TOTAL	49,967	390	50,357

Special Provisions B.7 and H.40 allow the Government added man-hours of support provided:

- a. Such hours do not exceed a maximum of 3,493,505.
- b. The hourly cost and fixed fee is proportionate to the estimated cost and fixed fee established for the entire 3,493,505 hours.
- c. The option is exercised prior to 30 November 2003.

5. This action is exercising the following option for 390 hours at \$128.21 per hour. Based on contractor input, the estimated costs will be at the negotiated rate of \$140.67 (\$128.83 estimated costs and \$11.84 fixed fee). A total of \$50,000 is being obligated for this action, with the projected \$(4,862) Variance to Estimated Negotiated Hourly Rate based on the following:

a. Estimated Cost	390 hours	x	\$128.83	=	\$	50,244
b. Fixed Fee	390 hours	x	\$ 11.84	=		4,618
c. CPFF			\$140.67	\$		54,862
d. Variance to Estimated Negotiated Hourly Rate				\$		(4,862)
e. Total				\$		50,000

6. The parties to this agreement acknowledge that the contract is changed as set forth below:

- a. Paragraph B.7 and CLIN(s) 0003AA are revised. CLIN(s) 0003BX is added.
- b. Section G is revised to add the appropriation and administrative data for this action.

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0003	SECURITY CLASS: Unclassified				
0003AA	<div>SERVICES LINE ITEM</div> <div>NOUN: STS-TRANSMISSION 2 PRON: 7N0LCHR959PRON AMD: 04ACRN: AH AMS CD: 22306106</div> <div>START OF WORK: DATE OF MOD COMPLETION DATE: 30 NOV 2004 LEVEL OF EFFORT: 50,357 Hours</div> <div>MODIFICATION: P00012, 61, 80, 85, 90, 110, 125, 162, 165</div> <div>(End of narrative C001)</div> <div>Inspection and Acceptance INSPECTION: DestinationACCEPTANCE: Destination</div> <div>Deliveries or Performance DLVR SCHPERF COMPL REL CDQUANTITYDATE 001030-NOV-2004</div> <div>\$458,265.00</div>				<div>\$458,265.00</div> <div>Estimated Cost: \$ 5,264,939 Fixed Fee: \$ 551,184 CPFF: \$ 5,816,123</div>

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT									
0003BX	<div>SERVICES LINE ITEM</div> <div>NOUN: MLRS ENG CONFIGURATION PRON: PF3LCHY159 PRON AMD: 01 ACRN: DM AMS CD: 22306100011 SubCLIN for funding in support of CLIN 0003AA. MODIFICATION: P00165 <div>(End of narrative B001)</div> <div>Inspection and Acceptance</div><div>INSPECTION: Destination ACCEPTANCE: Destination</div> <div>Deliveries or Performance</div><table><tr><td>DLVR SCH</td><td></td><td>PERF COMPL</td></tr><tr><td><u>REL CD</u></td><td><u>QUANTITY</u></td><td><u>DATE</u></td></tr><tr><td>001</td><td>0</td><td>30-NOV-2004</td></tr></table><div>\$ 50,000.00</div></div>	DLVR SCH		PERF COMPL	<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>	001	0	30-NOV-2004				\$ 50,000.00
DLVR SCH		PERF COMPL												
<u>REL CD</u>	<u>QUANTITY</u>	<u>DATE</u>												
001	0	30-NOV-2004												

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B.1 to B.3 RESERVED

B.4 APPLICABILITY OF FEDERAL EXCISE TAX

Federal Excise Tax (FET) is not applicable to the contract items listed elsewhere in Section B of the contract. FET is not to be included in any prices under the contract.

B.5 CONTRACT DATA PRICE

The cost for data requirements of the contract is included within the cost plus fixed fee amounts for each CLIN.

B.6 BASIC - The Government Basic Award shall be 186,495 hours.

	Estimated Hourly Cost	Hourly Fixed Fee
	\$118.11	\$10.83

B.7 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT

In accordance with Paragraph H.40, the Government shall have the option to increase the number of system technical support hours by a maximum of 3,493,505. Hours optioned to date are 1,602,769, leaving 1,926,560 available for future option exercise. The hourly fixed fee listed below will remain in effect for option hours exercised in the specified time periods. The estimated hourly costs are for planning and budgetary purposes only and will vary from work directive to work directive. The funded amount for each work directive will be determined by the labor mix and Other Direct Costs (ODCs) for that specific effort.

	FROM	Through	Estimated Hourly Cost	Hourly Fixed Fee
a)	Basic Contract Award	30 November 2001	\$118.11	\$10.83
b)	01 December 2001	30 November 2002	\$118.11	\$10.83
c)	01 December 2002	30 November 2003	\$128.83	\$11.84
d)	01 December 2003	30 November 2004	\$127.96	\$11.75
e)	01 December 2004	30 November 2005	\$130.25	\$11.96

Solely for purpose of determining the Estimated hourly rates the most likely usage rates follow. The Government reserves the right to divert from these estimates.

a)	Basic Contract Award	30 November 2001	438,505 man-hours
b)	01 December 2001	30 November 2002	735,000 man-hours
c)	01 December 2002	30 November 2003	775,000 man-hours
d)	01 December 2003	30 November 2004	740,000 man-hours
e)	01 December 2004	30 November 2005	805,000 man-hours

For informational purposes, listed are the actual hours, by CLIN and Work Directive, optioned for Years 1 and 2 of the contract:

CLIN	HOURS EXERCISED YEAR 1 AND YEAR 2	FEE	
0001AA	595,983	\$10.83	
0001AB	216,574	\$10.83	Mod. P00131 incorporated additional year 2 hours.
0001AC	89,891	\$10.83	
0001AF	141,243	\$10.83	
0001AG	12,430	\$10.83	
0001AK	36,047	\$10.83	
0001AL	2,056	\$10.83	
0001AN	1,500	\$10.83	
0001AP	2,265	\$10.83	
0001AS	23,984	\$10.83	
0001AT	0	\$10.83	
0001AU	15,586	\$10.83	
0001BG	577	\$10.83	
0001BH	1,200	\$10.83	
0001BJ	17,650	\$10.83	
0001BK	6,861	\$10.83	
0001BL	59,150	\$10.83	
0001BX	6,850	\$10.83	

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0001BY	2,510	\$10.83	
0001BZ	208	\$10.83	
0001CM	10,800	\$10.83	
0001CN	760	\$10.83	
0001CT	10,750	\$10.83	
0001CU	810	\$10.83	
0001CY	69,940	\$10.83	
0001CZ	464	\$10.83	
0001DD	3,714	\$10.83	
0001DJ	5,218	\$10.83	
0002AA	25,832	\$10.83	
0002AB	0	\$10.83	
0003AA	44,597	\$10.83	
0004AA	2,330	\$10.83	
0004AB	360	\$10.83	
0004AC	0	\$10.83	
0004AD	1,784	\$10.83	
0004AE	10	\$10.83	
0004AF	330	\$10.83	
0005AA	85,641	\$10.83	
0005AC	2,736	\$10.83	
0006AA	790	\$10.83	
0006AD	95	\$10.83	Mod. P00157 reduced by (305) hours.
0006AE	678	\$10.83	

TOTAL YEAR 1 AND YEAR 2	1,500,204 dtd 20 Dec 2002, Mod. P00112	Mod.P00131 incorporated additional year 2 hours. Mod.P00157 reduced by (305) hours.
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CLIN	WORK DIRECTIVE	HOURS EXERCISED YEAR 1 AND YEAR 2	FEE
0003	W38-211-000 REV 05	44,597	10.83
0002	W38-311-000 REV 06	25,832	10.83
0006	W38-411-110 REV 02	95	10.83 Mod. P00157 reduced by (305) hours.
0006	W38-511-110 REV 02	790	10.83
0006	W38-611-110 REV 00	678	10.83
0005	W39-000-000 REV 11	88,377	10.83
0001	W40-000-000 REV 01	6,046	10.83
0001	W41-000-000 REV 07	38,408	10.83
0001	W42-000-000 REV 27 and Rev 33	412,672	10.83 Mod. P00131 incorporated additional year 2 hours.
0001	W43-000-000 REV 04	31,039	10.83
0001	W44-000-000 REV 06	22,314	10.83
0001	W45-000-000 REV 36	399,957	10.83
0001	W46-000-000 REV 07	113,999	10.83
0001	W47-000-000 REV 14	153,165	10.83
0001	W48-001-000 REV 02	598	10.83
0001	W48-002-000 REV 06	17,884	10.83
0001	W49-000-000 REV 05	86,119	10.83
0004	W53-300-000 REV 01	2,330	10.83
0004	W53-500-000 REV 00	1,784	10.83
0004	W53-600-000 REV 02	370	10.83
0004	W53-700-000 REV 00	330	10.83
0001	W79-000-000 REV 01	14,800	10.83
0001	W81-000-000 REV 00	9,270	10.83
0001	W82-000-000 REV 02	18,000	10.83
0001	W83-000-000 REV 01	10,750	10.83

TOTAL YEAR 1 AND YEAR 2 WDs	1,500,204 dtd 20 Dec 2002, Mod.P00112	Mod. P00131 incorporated additional year 2 hours. Mod.P00157 reduced by (305) hours.
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B.7.1 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT FOR THE M113 FOV (ADDED BY CONTRACT MODIFICATION P00138)

Modification P00138 transfers 55,535 hours at the currently negotiated rates noted below from contract DAAE07-99-C-M036 to contract DAAE07-01-C-M011. In addition, Modification P00138 extends the option expiration date for these hours to 30 November 2003 to parallel the expiration date for option expiration of STS hours on gaining contract DAAE07-01-C-M011. Modification P00032 on contract DAAE07-99-C-M036 ceases all further option STS hours in support of the M113 FOV on contract DAAE07-99-C-M036.

B.7.1.1	Remaining Available Hours:	42,214	
B.7.1.2	Total Estimated Cost:	\$ 5,537,394.85	\$ 99.71/hour
B.7.1.3	Fixed Fee:	\$ 507,034.55	\$ 9.13/hour
B.7.1.4	Total CPFF	\$ 6,044,429.40	\$ 108.84/hour

B.8 The Contractor shall bill for fee only for hours incurred by the Prime Contractor and the following SubContractors:

Butler Services, Inc.
General Dynamics Land Systems

*** END OF NARRATIVE B 001 ***

Name of Offeror or Contractor: UNITED DEFENSE, L.P.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	PRON/ AMS CD/ <u>ITEM</u> <u>MIPR</u>		OBLG STAT/ <u>JOB ORD NO</u>		<u>PRIOR AMOUNT</u>		INCREASE/DECREASE <u>AMOUNT</u>		CUMULATIVE <u>AMOUNT</u>
0003BX	PF3LCHY159	DM	1	\$	0.00	\$	50,000.00	\$	50,000.00
	22306100011		3PFLCH						
					NET CHANGE	\$	50,000.00		

SERVICE <u>NAME</u>	NET CHANGE <u>BY ACRN</u>		<u>ACCOUNTING CLASSIFICATION</u>		ACCOUNTING <u>STATION</u>		INCREASE/DECREASE <u>AMOUNT</u>
Army	DM	21	32032000035L5L06P22306131E8	S01021	W31G3H	\$	50,000.00
					NET CHANGE	\$	50,000.00

		<u>PRIOR AMOUNT</u> <u>OF AWARD</u>		<u>INCREASE/DECREASE</u> <u>AMOUNT</u>		<u>CUMULATIVE</u> <u>OBLIG AMT</u>
NET CHANGE FOR AWARD:	\$	221,971,088.00	\$	50,000.00	\$	222,021,088.00